

DATE: APRIL 16, 2003

AMENDMENT TO IRREVOCABLE STANDBY CREDIT NUMBER: 3038394

AMENDMENT NUMBER 6

BENEFICIARY
COUNTY OF SAN BERNARDINO
385 NORTH ARROWHEAD AVENUE
SAN BERNARDINO, CA 92415
ATTN: DIRECTOR OF PUBLIC WORKS

APPLICANT
CATELLUS DEVELOPMENT CORPORATION
201 MISSION STREET, 2ND FLOOR
SAN FRANCISCO, CALIFORNIA 94105

THIS AMENDMENT IS TO BE CONSIDERED AN INTEGRAL PART OF THE ABOVE CREDIT AND MUST BE ATTACHED THERETO.

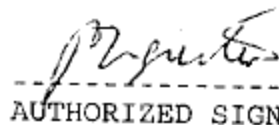
THE ABOVE MENTIONED CREDIT IS AMENDED AS FOLLOWS:


THE AMOUNT OF THIS CREDIT HAS BEEN DECREASED BY USD 1,288,555.00
THE AGGREGATE AMOUNT OF THE CREDIT IS NOW USD 2,200,000.00

ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.

THIS AMENDMENT WILL BECOME EFFECTIVE UPON OUR RECEIPT OF THE BENEFICIARY'S WRITTEN ADVICE OF CONSENT PURPORTEDLY SIGNED BY AN AUTHORIZED SIGNOR OF THE BENEFICIARY, SENT TO US ATTENTION OF ROSE AGUSTIN. IF THE BENEFICIARY CHOOSES, THEY MAY SIGN AND RETURN THE ATTACHED COPY INDICATING THEIR CONSENT OR REJECTION.

IF YOU REQUIRE ANY ASSISTANCE OR HAVE ANY QUESTIONS REGARDING THIS AMENDMENT, PLEASE CALL 213-345-0132.

 ROSE T. AGUSTIN
AUTHORIZED SIGNATURE

 HERMANN SCHUTTERLE
AUTHORIZED SIGNATURE

AMENDMENT ACCEPTED _____ AMENDMENT REFUSED

DATE _____

SIGNATURE _____

PRINTED NAME _____ DENNIS HANSBERGER

TITLE _____ Chairman, Board of Supervisors

PHONE NUMBER _____